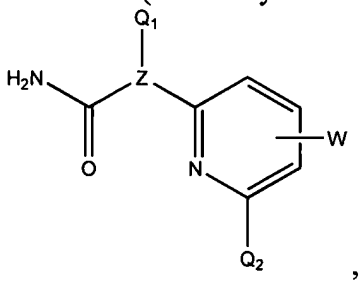
AMENDMENTS TO THE CLAIMS

Claims 11-33 are currently pending. Please cancel claims 26-29 and 31-33 and amend claims 11, 22-25, and 30, as indicated below. This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of Claims

1-10. (Canceled)

11. (Currently Amended) A compound having the formula:



, or tautomers thereof or pharmaceutically acceptable salts thereof, wherein:

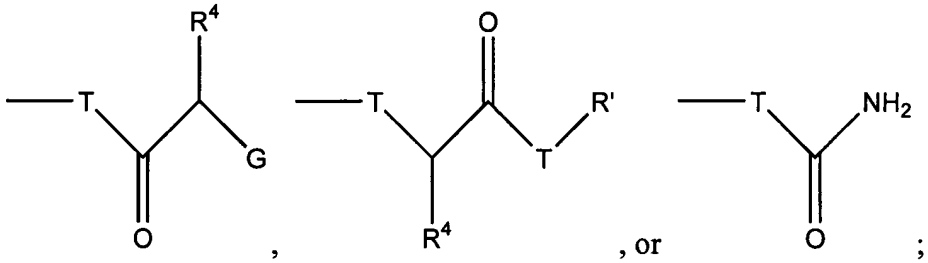
each of Q_1 and Q_2 are independently selected from 5-6 membered aromatic carbocyclic or heterocyclic ring systems, or 8-10 membered bicyclic ring systems comprising aromatic carbocyclic rings, aromatic heterocyclic rings or a combination of an aromatic carbocyclic ring and an aromatic heterocyclic ring; wherein

the rings that make up Q_1 are optionally substituted with 1 to 4 substituents, each of which is independently selected from J; halo; C_1-C_4 alkyl optionally substituted with NR'_2, OR', CO_2R' or $CONR'_2$; O-(C_1-C_4)-alkyl optionally substituted with A, T-C(O)R', OPO_3H_2, NR'_2, NR'_2, OR', CO_2R' or $CONR'_2$; NR'_2; OCF_3; CF_3; NO_2; CO_2R'; CONR'; SR'; $S(O_2)N(R')_2$; SCF_3; CN; $N(R')C(O)R^4$; $N(R')C(O)OR^4$; $N(R')C(O)C(O)R^4$; $N(R')S(O_2)R^4$; $N(R')R^4$; $N(R^4)_2$; OR^4; $OC(O)R^4$; $OP(O)_3H_2$; or $N{=}C\text{-}N(R')_2$; and wherein

the rings that make up Q_2 are substituted with J and optionally substituted with halo, C_1-C_4 straight chain or branched alkyl, hydroxy, methoxy, trifluoromethyl, trifluoromethoxy, cyano, or amino;

J is a C_1-C_4 straight chain or branched alkyl derivative substituted with 1-3 substituents selected from A, -T-C(O)R' or $-OPO_3H_2$;

A is selected from the groups:



, , or ;

T is either O or NH;

G is either NH_2 or OH;

Z is either CH or N;

R' is selected from hydrogen, (C_1-C_3)-alkyl, (C_2-C_3)-alkenyl or alkynyl, phenyl or phenyl substituted with 1 to 3 substituents independently selected from halo, methoxy, cyano, nitro, amino, hydroxy, methyl or ethyl; or a 5-6 membered heterocyclic ring system optionally substituted with 1 to 3 substituents independently selected from halo, methoxy, cyano, nitro, amino, hydroxy, methyl or ethyl;

R^3 is selected from 5-6 membered aromatic carbocyclic or heterocyclic ring systems;

R^4 is selected from H, (C_1-C_4)-alkyl optionally substituted with $N(R')_2$, OR', CO_2R', $CON(R')_2$, or $SO_2N(R^2)_2$; a 5-6 membered carbocyclic or heterocyclic ring system optionally substituted with a (C_1-C_4) branched or straight-chain alkyl group, $N(R')_2$, OR', CO_2R', $CON(R')_2$, or $SO_2N(R^2)_2$; or a (C_1-C_4)-alkyl optionally substituted with the 5-6 membered carbocyclic or heterocyclic ring system optionally substituted with a (C_1-C_4) branched or straight-chain alkyl group, $N(R')_2$, OR', CO_2R', $CON(R')_2$, or $SO_2N(R^2)_2$;

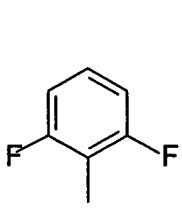
R^2 is selected from hydrogen, (C_1-C_3)-alkyl, or (C_1-C_3)-alkenyl; each optionally substituted with $-N(R')_2$, -OR', SR', $-C(O)-N(R')_2$, $-S(O_2)-N(R')_2$, -C(O)-OR', or R^3; and

W is selected from H; $N(R^2)SO_2-N(R^2)_2$; $N(R^2)SO_2-N(R^2)(R^3)$; $N(R^2)C(O)-OR^2$; $N(R^2)C(O)-N(R^2)_2$; $N(R^2)C(O)-N(R^2)(R^3)$; $N(R^2)C(O)-R^2$; $N(R^2)_2$; $C(O)-R^2$; $CH(OH)-R^2$; $C(O)-N(R^2)_2$; $C(O)-OR^2$; or (C_1-C_4) straight or branched alkyl optionally substituted with A, T-(CO)R', $N(R')_2$, OR', CO_2R', $CON(R')_2$, R^3, or $SO_2N(R^2)_2$; or a 5-6 membered carbocyclic or heterocyclic ring system optionally substituted with $N(R')_2$, OR', CO_2R', $CON(R')_2$, or $SO_2N(R^2)_2$.

12. (Original) The compound according to claim 11, wherein Q_1 is selected from phenyl or pyridyl containing 1 to 3 substituents independently selected from chloro, fluoro, bromo, $-CH_3$, $-OCH_3$, -OH, $-CF_3$, $-OCF_3$, $-O(CH_2)_2CH_3$, NH_2, 3,4-methylenedioxy, $-N(CH_3)_2$, $-NH-S(O)_2$-phenyl, $-NH-C(O)O-CH_2$-4-pyridine, $-NH-C(O)CH_2$-morpholine, $-NH-C(O)CH_2-N(CH_3)_2$, $-NH-C(O)CH_2$-piperazine, $-NH-C(O)CH_2$-pyrrolidine, -NH-C(O)C(O)-morpholine, -NH-C(O)C(O)-piperazine, -NH-C(O)C(O)-pyrrolidine, $-O-C(O)CH_2-N(CH_3)_2$, or $-O-(CH_2)_2-N(CH_3)_2$ and wherein at least one of said substituents is in the ortho position.

13. (Original) The compound according to claim 12, wherein Q_1 contains at least two substituents, both of which are in the ortho position.

14. (Original) The compound according to claim 12, wherein Q_1 is selected from:



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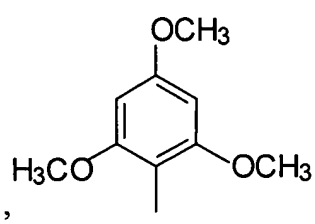

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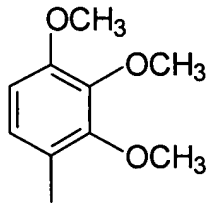

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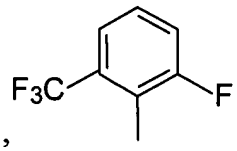

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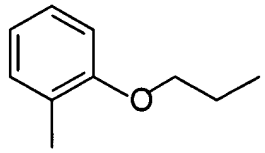
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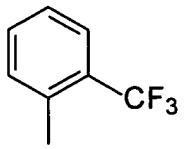
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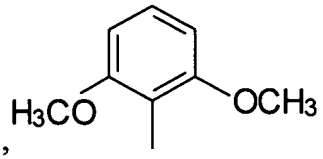
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OCH3
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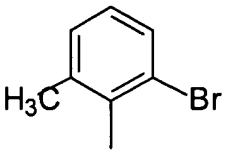
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Br
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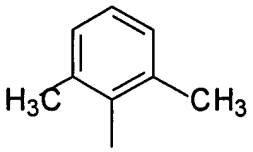
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CH3
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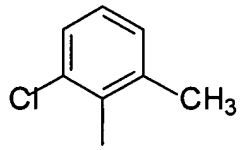
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CH3
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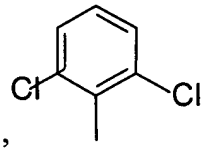
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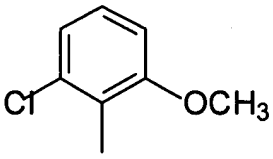
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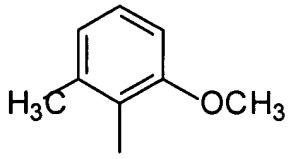
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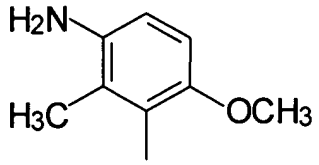
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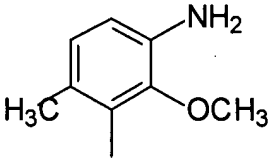
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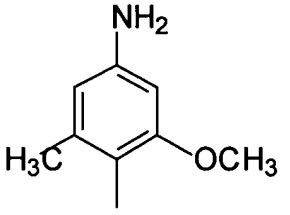
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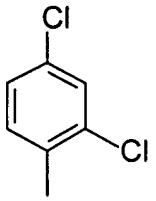
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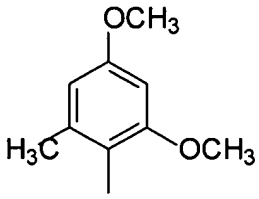
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OCH3
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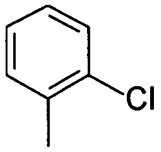
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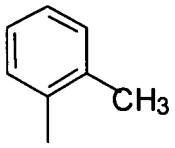
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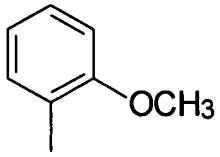
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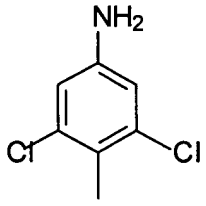
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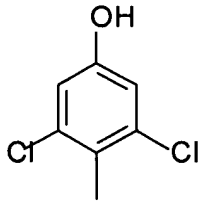
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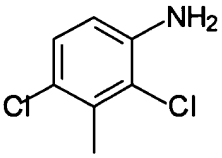
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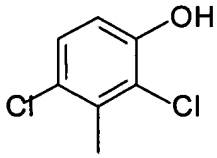
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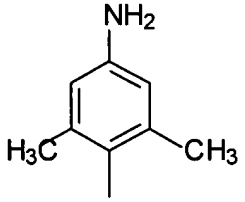
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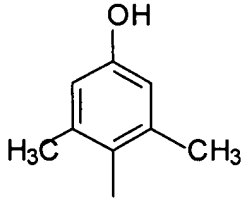
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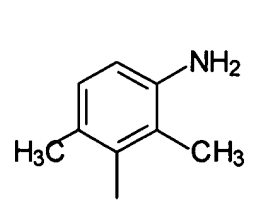
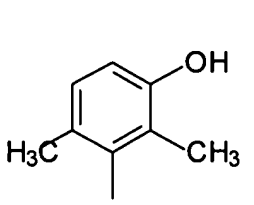
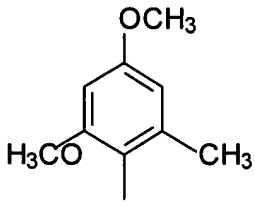
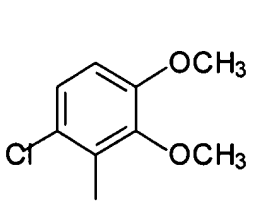
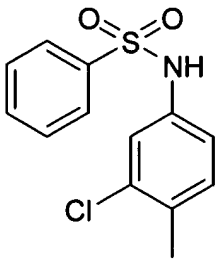
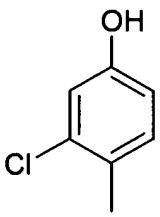
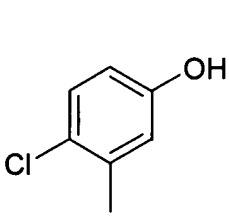
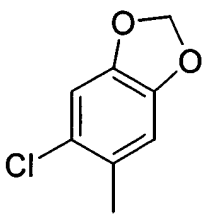
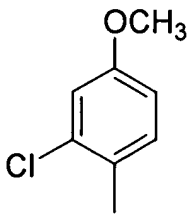
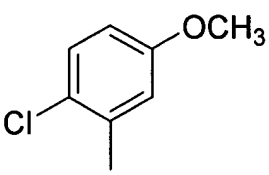
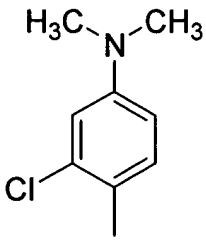
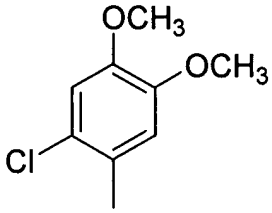
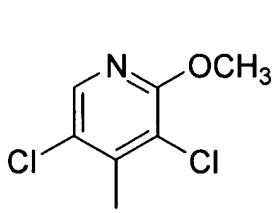
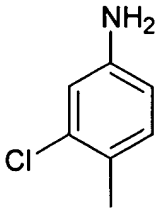
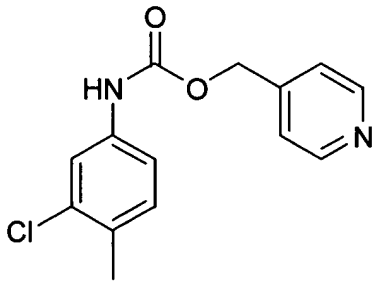
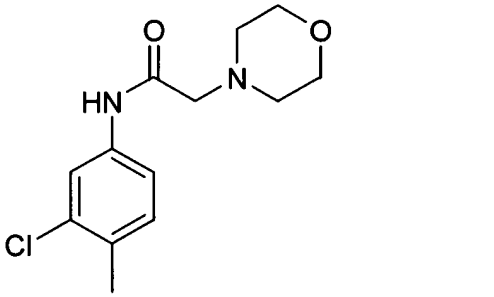
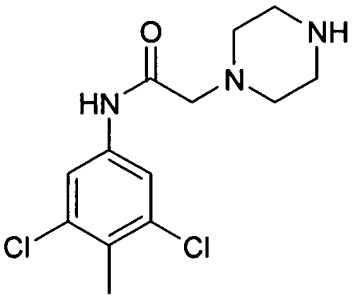
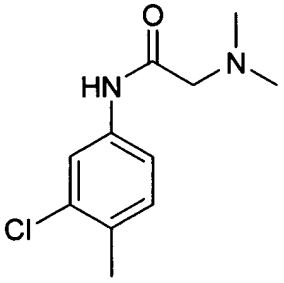
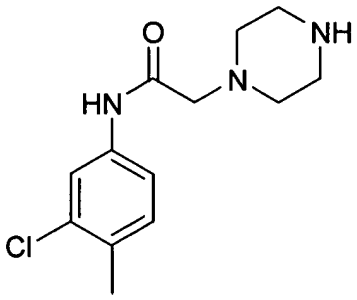
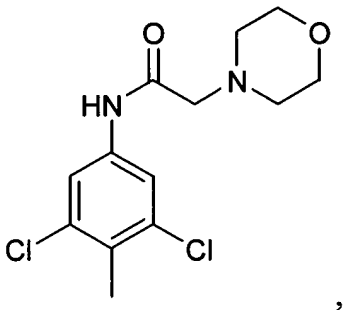
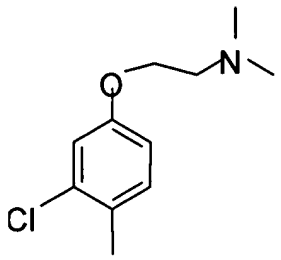
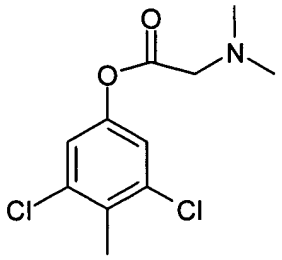
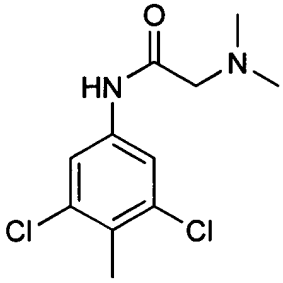
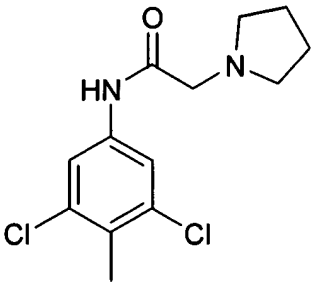
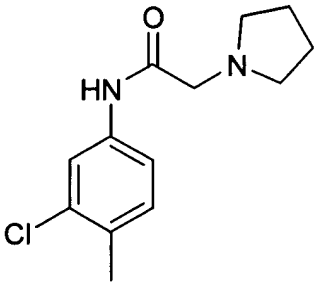
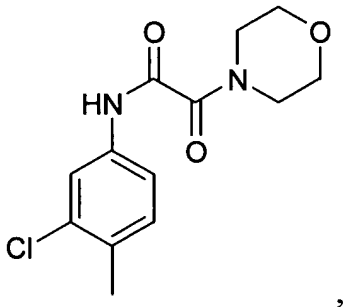
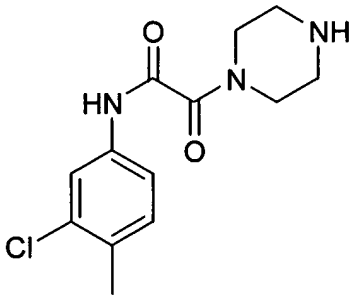
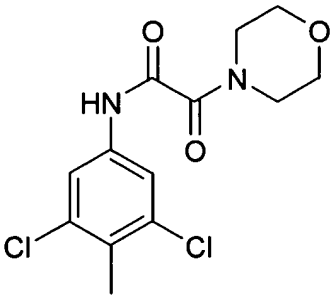
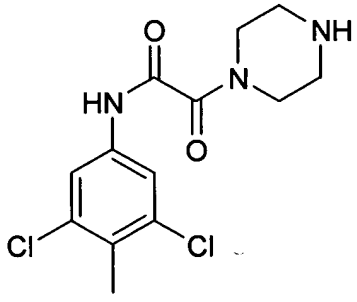




















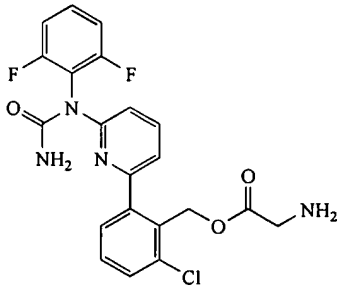








 , or
 .

15. (Original) The compound according to claim 14, wherein Q_1 is selected from 2-fluoro-6-trifluoromethylphenyl; 2,6-difluorophenyl; 2,6-dichlorophenyl; 2-chloro-4-hydroxyphenyl; 2-chloro-4-aminophenyl; 2,6-dichloro-4-aminophenyl; 2,6-dichloro-3-

aminophenyl; 2,6-dimethyl-4-hydroxyphenyl; 2-methoxy-3,5-dichloro-4-pyridyl; 2-chloro-4,5 methylenedioxy phenyl or 2-chloro-4-(N-2-morpholino-acetamido)phenyl.

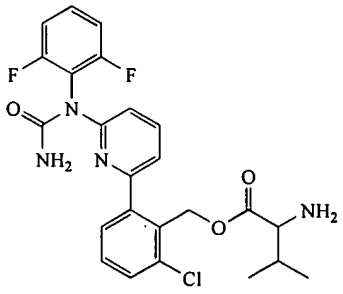
16. (Original) The compound according to claim 11 wherein Q_2 is selected from phenyl or pyridyl, said phenyl or said pyridyl containing the substituent J and 0 to 3 other substituents, wherein each of said other substituents is independently selected from chloro, fluoro, bromo, methyl, ethyl, isopropyl, $-OCH_3$, -OH, $-NH_2$, $-CF_3$, $-OCF_3$, $-SCH_3$, $-OCH_3$, $-C(O)OH$, $-C(O)OCH_3$, $-CH_2NH_2$, $-N(CH_3)_2$, $-CH_2$-pyrrolidine and $-CH_2OH$.

17. (Original) The compound according to claim 11, wherein said compound is



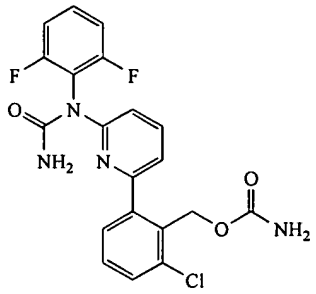
Compound 15.

18. (Original) The compound according to claim 11, wherein said compound is



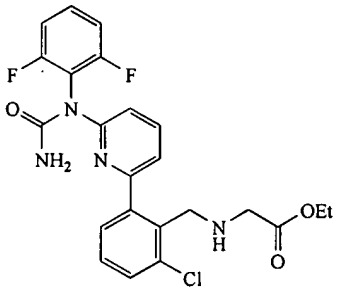
Compound 16.

19. (Original) The compound according to claim 11, wherein said compound is



Compound 17.

20. (Original) The compound according to claim 11, wherein said compound is



Compound 18.

21. (Previously Amended) A composition comprising a compound according to claim 11 and a pharmaceutically acceptable carrier.

22. (Currently Amended) A method of treating ~~or preventing~~ inflammatory diseases, ~~autoimmune diseases,~~ destructive bone disorders, ~~proliferative disorders, infectious diseases, neurodegenerative diseases, allergies,~~ reperfusion/ischemia in stroke, myocardial ischemia, renal ischemia, ~~heart attacks, angiogenic disorders, organ hypoxia, vascular hyperplasia,~~ cardiac hypertrophy, ~~thrombin-induced platelet aggregation or conditions associated with prostaglandin endoperoxidase synthase-2~~ rheumatoid arthritis, inflammatory bowel disease, ulcerative colitis, or Crohn's disease in a patient, said method comprising administering to said patient a composition according to claim 21 in an amount effective to inhibit p38.

23. (Currently Amended) The method according to claim 22, wherein said method is used to treat ~~or prevent~~ an inflammatory disease selected from acute pancreatitis, chronic pancreatitis, asthma, allergies, or adult respiratory distress syndrome.

24. (Currently Amended) The method according to claim 22, wherein said method is used to treat ~~or prevent an autoimmune disease selected from glomerulonephritis,~~ rheumatoid arthritis, ~~systemic lupus erythematosus, scleroderma, chronic thyroiditis, Graves' disease, autoimmune gastritis, diabetes, autoimmune hemolytic anemia, autoimmune neutropenia, thrombocytopenia, atopic dermatitis, chronic active hepatitis, myasthenia gravis, multiple sclerosis,~~ inflammatory bowel disease, ulcerative colitis, or Crohn's disease~~, psoriasis, or graft vs. host disease~~.

25. (Currently Amended) The method according to claim 22, wherein said method is used to treat ~~or prevent~~ a destructive bone disorder[[s]] selected from osteoarthritis, osteoporosis or multiple myeloma-related bone disorder.

26-29. (Canceled)

30. (Currently Amended) The method according to claim 22, wherein said method is used to treat ~~or prevent~~ ischemia/reperfusion in stroke,[[or]] myocardial ischemia, or renal ischemia~~, heart attacks, organ hypoxia or thrombin-induced platelet aggregation~~.

31-33. (Canceled)